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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re Agile Software Corporation Derivative
 Litigation

Case No. C 06-07343 JW

STIPULATION AND [PROPOSED]
ORDER SETTLING SCHEDULE

WHEREAS, by Order dated March 15, 2007, this Court consolidated four shareholder derivative complaints filed on behalf of Agile Software Corporation, Inc. ("Agile" or the "Company") all of which allege damages and other injuries sustained by the Company as a result of defendants' stock option backdating and related misconduct;

WHEREAS, also by Order dated March 15, 2007, this Court appointed plaintiffs Mary Jo Meek and Steven Rosen as Lead Plaintiffs and appointed the law firms of Schiffrin Barroway Topaz & Kessler, LLP and Lerach Coughlin Stoia Geller Rudman & Robbins, LLP as Co-Lead Counsel;

WHEREAS, also by Order dated March 15, 2007, this Court set a hearing on Defendants' anticipated Motion to Dismiss for October 1, 2007;

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WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial efficiency, and will not cause prejudice to any party.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, subject to the approval of the Court, as follows:

1. Lead Plaintiffs shall file and serve a Consolidated Complaint no later than June 8, 2007, which will supersede all existing complaints filed in this action. Defendants need not respond to the pre-existing complaints.

2. Defendants shall answer or otherwise respond to the Consolidated Complaint no later than forty-five (45) days from the date of service of the Consolidated Complaint.

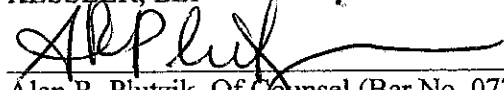
3. In the event that, in lieu of answering the Consolidated Complaint, any of the Defendants file and serve any motion directed at the Consolidated Complaint, Lead Plaintiffs shall file and serve their opposition to that motion within forty-five (45) days after its service.

4. If Defendants file and serve a reply to Lead Plaintiffs' opposition papers, they shall do so within thirty (30) days after service of the opposition.

IT IS SO STIPULATED.

Dated May 16, 2007

SCHIFFRIN BARROWAY TOPAZ &
KESSLER, LLP



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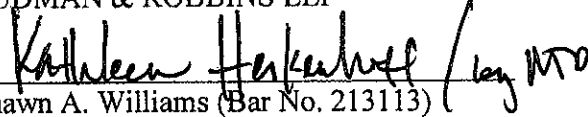
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2 Dated: May, 2007

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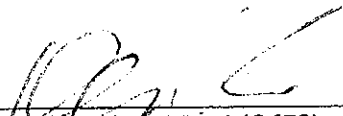
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Codd, Klaus-Dieter Laidig, Nancy J. Schoendorf
and Paul Wahl, and Nominal Defendant Agile
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* * *

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ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: May 21 2007



JAMES WARE
United States District Judge